

SAMPLE CHAPTER BYLAWS

BYLAWS OF THE _____ CHAPTER, UNITED STATES ARMY WARRANT OFFICER ASSOCIATION

PREAMBLE

With reverence for God and country and being ever mindful of the glorious traditions of the United States Army; our duty to uphold and defend the Constitution of the United States of America; our responsibility to aid in maintaining adequate defense for our beloved country; our desire to assist in obtaining the highest caliber of men and women for our Army; our interest in the welfare of persons who served and are serving in the Army; our devotion to our fellow soldiers in good fortune or distress; and, our reverence for the memory of our departed comrades; we unite to further the aims and objectives of this Association.

ARTICLE I - NAME

The name of the chapter shall be _____ of the United States Army Warrant Officers Association, hereinafter referred to as the Chapter.

CHAPTER DECISION AREA: The members should seek a name that will welcome all potential members. Chapter name reference to Army component, unit designations, (i.e. Nevada Army Guard Chapter; 99th Division Chapter, etc.) should be avoided. Using the state name should also be avoided; as to do so makes it appear that the chapter exclusively serves the entire state. Suggested are names that bear a geographic reference, historical location or person, (i.e. Mount Rushmore Chapter; Prairie Winds Chapter, etc.) are all good names.

ARTICLE II - OBJECTIVE

The objectives of the Chapter are:

- a. To foster a spirit of patriotism and devotion to duty among the members of the Chapter commensurate with the high ideals of the Army and the position of the members therein.
- b. To recommend programs for the improvement of the Army.
- c. To disseminate professional information among Warrant Officers.
- d. To promote the technical and social welfare of the members of the Chapter.
- e. To promote the spirit of comradeship among the members of the Chapter.
- f. To do such other things, not inconsistent with law, as necessary to achieve the above stated purposes.

CHAPTER DECISION AREA: Members may choose to delete or add objectives. For example, a chapter in an area in which there are warrant officers of other services, may wish to add an objective "To incorporate other service warrant officers in the chapter ."

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ARTICLE III - MEMBERSHIP

Section 1. DoD Policy:

- a. The Chapter fully supports the Department of Defense (DOD) policy on equal opportunity and will not discriminate in membership eligibility on the basis of race, color, sex, religion, physical disability, or national origin. This Chapter will not accept invitation from, nor participate in any activity or organization that does not conform to this DOD policy. Further, the Chapter shall never be involved in any activity seeking to deprive any individual or group of individuals of their civil rights.
- b. Neither the Chapter, nor any of its members, will ever propagate extremist activities, nor advocate violence against others, or for the overthrow of the United States Government.

Section 2. Classes of Members:

- a. Regular Member: The Chapter shall have only one class of voting member, that of regular member. Membership in the Association and the Chapter is open to any person who now, or has held, under honorable conditions, a Warrant Officer appointment by the Secretary of the Army. Such membership is initiated by submission of an application (USAWOA Form 600-1) and payment of the appropriate membership dues to the USAWOA Home Office.
- b. Associate Member. Such membership is open to all persons that are not otherwise eligible for regular membership. Associate members have the same privileges and obligations as regular members except that they may not to vote or hold elected offices. Such membership is initiated by submission of an application (USAWOA Form 600-1) and payment of the appropriate membership fee to the USAWOA National Headquarters.
- c. Honorary Membership. Such membership may be bestowed upon any non-member who is not eligible and who has never been eligible for membership under other sections of this Bylaw. To be eligible for honorary membership, the nominee must have contributed directly to the betterment of the Association by his or her actions. These actions must have been directed solely to the benefit of the Association, its membership, or the Warrant Officer Corps in general. Nominations for Honorary Membership may be made by any chapter of the Association and must be made in writing to the President of the Association and confirmed by two-thirds vote of the National BOD. The letter of nomination shall contain sufficient information on the activities of the nominee to permit the National BOD to exercise sound judgment on the acceptance or rejection of the nomination. Honorary members shall not be eligible for election or appointment to any elected office within the Association; nor shall they have a voice or vote in matters pertaining to Association business. Honorary Memberships are perpetual. Therefore, the sponsoring chapter shall pay the life membership dues, at the current rates, for the honorary member.

ARTICLE IV - ORGANIZATION

Section 1. General: The Chapter shall be organized and chartered in accordance with the Articles of Incorporation and National Bylaws of USAWOA. When properly organized and chartered by the National Headquarters of USAWOA, the Chapter becomes a legally recognized extension of the Incorporation of USAWOA.

Section 2. Chapter Operated Clubs and Other Activities: The Chapter will not endorse or sponsor a club or enterprise involving finances unless such club or enterprise is in compliance

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with the laws and or regulations of the local military post community, state or host country, prior to being placed in operation.

In no case shall the chapter engage in a business or enterprise that would place the nonprofit and tax exempt status of the USAWOA in jeopardy. The Chapter will refrain from activities that would bring embarrassment to the Chapter, USAWOA, the US Army, or any governmental body.

ARTICLE V - OFFICERS

Section 1. Qualifications: Any Regular Member of the Chapter, in good standing (not arrears on USAWOA membership dues), may be elected or appointed to hold office. Associate Members may hold only appointed office.

Section 2. The elected officers of the Chapter shall be:

CHAPTER DECISION AREA: The president and vice president must be elected. Chapter members should determine if they wish to elect or appoint the other officers.

- a. Chapter President.
- b. Chapter Vice-President.

Section 3. Officers elected to offices within the Chapter shall not hold any other elected office within the structure of USAWOA. (i.e. region or national office). If at the time of election a person is holding another elected office within the structure of USAWOA, he/she will, as soon as practicable, submit a letter of resignation from the office then held in order to qualify for office to which elected.

Section 4. The appointed officers of the Chapter shall be:

- a. Secretary. ***NOTE: typically, Office of Secretary should be designated as both Recording Secretary and Corresponding Secretary.***
- b. Treasurer.

All officers shall be elected/appointed at the date and place as determined by the chapter members.

Section 5. Duties of Officers:

a. Chapter President: The President shall preside over all Chapter meetings; carry out the mandates of the Chapter, enforce the provisions of these Bylaws and the Articles of Incorporation and Bylaws of USAWOA. In addition, he/she shall represent the Chapter in all matters pertaining to its affairs. He/she shall appoint all committees and will be an ex-officio member of all committees except the nominating committee.

b. Chapter Vice-President: The Chapter Vice President shall act as a representative of the President on all matters referred by the President. He/she shall, at the request of or in the absence of the President, preside over Chapter meetings. The Vice President shall be the General Committee Chairman and as such be a member of each committee.

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c. The Chapter Secretary: The Chapter Secretary shall be charged with keeping all administrative records, minutes of meetings, distribution of literature and notices, and such other duties as prescribed by the President.

d. The Chapter Treasurer: The Chapter Treasurer shall be charged with the financial records of the Chapter and such other duties as prescribed by the President. He/she shall be responsible for prompt payment of all Chapter obligations from Chapter funds. He/she shall comply generally with the financial instructions of the National Headquarters.

e. Other Appointed Officers. The Chapter President shall have the authority and responsibility to appoint other officers as required. Appointed officers serve at the pleasure of the chapter president. Duties, term of appointment, supervision and "report to" responsibilities shall be defined at the time of appointment.

Section 6. Chapter Executive Committee (EXCOM). The EXCOM will consist of the elected and appointed chapter officers. At the discretion of the Chapter President, it may also include the Chairman of all, or certain, committees.

Section 7. Term of Office:

CHAPTER DECISION AREA: Members should determine if a one-year; or a two-year, term of office, will work best within the chapter.

a. Elected/appointed officers in the Chapter, elected/appointed under the provisions of these Bylaws, shall serve in such offices for a period of approximately _____ depending upon the day of the month the annual or chapter meeting for the election/appointment of officers occurs.

b. Such officers shall be installed in office at a chapter meeting in the year in which elected/appointed. They shall continue in office until their successors are elected/appointed and installed in office.

c. Officers elected/appointed to fill vacancies in an office; or who succeed to a vacant office, as provided for in Section 8 of this Bylaw, shall take office on and from the date of the election/appointment or succession, and shall continue in the office until their successors, elected or appointed under the provisions of these Bylaws, are installed at the next election meeting.

d. Any elective officer named in this Bylaw is eligible to succeed them selves, but no elective officer shall serve more than two (2) full terms consecutively in the same office.

Section 8. Vacancies in Office:

a. In the event of death, resignation, removal through disqualification, or otherwise of any of the officers named in this Bylaw, the office that he/she has held shall be deemed vacant. A successor thereto shall be elected appointed by the appropriate governing body from among the membership, except for the office of president, in which case, the vice president shall succeed to the presidency. Such individual will have full rights, authority, and responsibility of the office, and the appropriate governing body will elect a new vice president.

b. Resignation from any of the elective/appointed offices in these Bylaws, for any reason other than those mentioned in a above, shall be made in writing to the appropriate

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governing body in a meeting properly assembled.

c. Vacancies occurring, as mentioned in a and b above, shall be filled by election/appointment at the next meeting of the appropriate governing body. Voting shall be limited to the membership present only, and the candidate receiving the majority vote shall be declared elected/appointed to the vacant office.

Section 9. Removal of Officers: Any elected or appointed officer of the Chapter not attending three (3) consecutive meetings of the chapter without a just cause, i.e., official duty, family emergency, illness, etc., may be removed from office by two-thirds vote of the members present and eligible to vote at a regular meeting of the Chapter. The officer whose status as an officer is in question under the provisions of this section shall be given ten (10) days notification by the Chapter President. Any officer subject to removal under provisions of this section shall have the right to present any arguments or testimony to the membership. Such officers shall also have the right to have a fellow member or group of members to appear before the membership in his/her behalf.

ARTICLE VI - MEETINGS

Section 1. Types of Meetings:

a. Regular Meetings: The Chapter shall hold regular meetings at least once each calendar quarter, or more frequently if desired by the members. The time and place for regular meetings will be determined by a majority affirmative vote of the general membership at the preceding meeting.

NOTE: These sample bylaws suggest "at least" quarterly meetings. Chapters are encouraged to meet more frequently. For many chapters, meeting once a month is feasible and appropriate. However, it is recommended that the bylaws read "quarterly meetings." This way, a chapter will not violate its own bylaws if, for some reason, a monthly meeting cannot be held. In accordance with USAWOA policy, a chapter must meet at least once a quarter to be eligible to receive a rebate from member's dues.

b. Special Meetings: Special meetings may be called at any time by the President, or on the written request of at least ten percent (10%) of the active membership. Special meetings will be called for a specific purpose only and business will be limited to the purpose of the meeting.

d. Executive Committee: The EXCOM will conduct monthly meetings prior to the regular general membership meeting. Additional meetings may be called by the President as deemed necessary.

Section 2. Notification of Meetings: Chapter members shall receive timely notification of all chapter meetings. Five days are recommended.

Section 3. Quorum: Ten percent (10%) of the active membership, or six (6) members exclusive of chapter officers, whichever is higher, must be present to constitute a quorum. The quorum must exist prior to the conduct of official business.

CHAPTER DECISION AREA: The quorum number shown above is recommended. However, chapter members should consider if this is appropriate for the anticipated chapter size.

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Chapters should not make a quorum number so high that it will be difficult to achieve, nor should they make the number so low that a relatively few members could conduct a meeting at which decisions of significant operational or financial impact could be made.

Section 4. Order of Business:

- a. Pledge of Allegiance
- b. (Optional) Invocation.
- c. Verification that a quorum is present.
- d. Reading and approval of minutes of previous meeting.
- e. Reading and approval of Treasurer's report.
- f. Announcements.
- g. Reports of Officers.
- h. Committee reports.
- i. Unfinished business and General Orders.
- j. New business.
- k. Adjournment.

ARTICLE VII – CHAPTER EXECUTIVE COMMITTEE

Section 1. Trusts: The real property of the Chapter and all properties given to or held by it in trust for the purpose of the Chapter shall be controlled and managed by the Chapter Executive Committee (EXCOM). Each outgoing Executive Committee will make a written accounting of all assets under its control at the expiration of each term for consideration and signed acceptance by each incoming Executive Committee, when such control and management of Chapter properties are transferred to the new board.

Section 2. Emergency Governing Body: If an emergency may make it impracticable to hold Chapter meetings, the Executive Committee may by majority affirmative vote of all available members, declare that an emergency exists within the Chapter and assume operational control of the Chapter.

Upon termination of the emergency, operational control shall automatically revert to the membership. It shall be the duty of the Executive Committee to give an accounting of their actions during the state of emergency. Should a state of emergency exist and the Executive Committee is not available to assume control, a Special Executive Secretary may be appointed from within the chapter membership to assume control of the Chapter subject to the controls outlined above.

ARTICLE VIII - COMMITTEES

Section 1. Appointment: The President shall have the power to appoint all committees.

Section 2. Duties: Committees shall perform duties as directed, assigned or required by the President. The President is an ex-officio member of all committees except the nominating committee.

CHAPTER DECISION AREA: Chapters should identify standing committees to function in operational areas in which there is recurring business.

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Examples are: membership (recruiting), professional development (obtaining speakers), community affairs (charitable service and donations), ways and means (fund raising), activities (social), etc.

Exercise care. If a chapter has a large number of standing committees it may be difficult to fill the committee leadership and member positions.

If the chapter determines that certain operational areas would be best managed by a standing committee, the committee can be named below. If there are no standing committees, delete the committee list below.

Section 3. The President, the Chapter EXCOM, or by the majority of the members by affirmative vote may form Standing Committees to enhance the operations of the chapter.

The following are standing committees of the Chapter:

- a. _____ Committee
- b. _____ Committee
- c. _____ Committee

Section 4. Special Committees: Special committees may be formed to complete a given task and will be dissolved upon completion of said task. Duties, term of appointment, supervision and "report to" responsibilities shall be defined at the time of appointment.

NOTE: An example of a special committee is a Nominations Committee.

ARTICLE IX - FINANCES

Section 1. General: The Chapter is not organized for pecuniary gain or profit and no part of any net earnings thereof may benefit any member.

Section 2. Dues: The dues in the Association are specified by the National Headquarters.

NOTE: In accordance with the National Bylaws, chapters may not charge dues. However, chapters can qualify to receive a rebate of a portion of the dues paid by chapter members.

Section 3. Chapter Funds:

a. The members of the Chapter are responsible for the custodianship and accountability of all Chapter funds. Through deliberations and voting at chapter meetings, members determine the expenditures of all monies received or generated by the fund of the Chapter.

b. Further, the members of the Chapter are responsible for satisfying any liabilities and the disposition of any residual assets if the Chapter is dissolved. Disposition of remaining funds after satisfying liabilities will be in accordance with the Articles of Incorporation and Bylaws of USAWOA.

c. Personal financial responsibility shall rest upon the elected members of the Chapter, should there be any failure to discharge its obligations as enumerated in

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subparagraphs a and b immediately herein above. Such obligations shall specifically include any debts of, or claims against the Chapter.

d. All funds of the Chapter will be accounted for as outlined in USAWOA Financial Instructions and in accordance with generally accepted accounting principals.

CHAPTER DECISION AREA: *There are several areas that should be determined by the members and addressed in the chapter bylaws. These include, but are not limited to, the following:*

a. Does the chapter want two-signature control on all checks, or only on checks greater than \$ XXXX ?

b. Does the chapter want the President (or the EXCOM) to have "contingency expenditure" authority up to a dollar ceiling of \$ XXXX ?

c. Does the chapter want the Secretary to have a "petty cash" fund of \$ XXXX, and if so, what records are required and when/how is replenishment accomplished ?

Section 4. Loans: The Chapter shall make no loans to any Officer or member of the Chapter.

Section 5. Liability and Insurance: The Chapter hereby states its agreement that neither a hosting military installation nor any Federal, State, or local government entity shall have any liability whatsoever for the actions or debts of the Chapter. Beyond the simple conduct of Chapter meetings, the Chapter shall seek approval for the conduct of all Chapter activities – to be conducted on the installation – from appropriate installation authorities. If, in the opinion of such authorities, any such activities engender sufficient risk to warrant procurement of insurance, the Chapter shall be responsible for any costs associated therewith.

ARTICLE X - GOVERNING BODY

Subject to the Articles of Incorporation and USAWOA Bylaws and these Bylaws, the general membership in meeting assembled, shall be the governing body of the Chapter during meetings. The Chapter Executive Committee shall be the governing body at all other times.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the book: "Robert's Rules of Order" (the most recent edition) shall govern the Chapter in all cases to which they are applicable, and in which they are not inconsistent with the Articles of Incorporation and Bylaws of USAWOA or special rules of order or the Bylaws of the Chapter.

NOTE: Book stores and on-line book retailers have "Robert's Rules of Order."

ARTICLE XII - DISSOLUTION

a. Upon dissolution of the Chapter, no member will benefit from disposition of chapter assets. Chapter members or EXCOM may chose to either sell property and equipment, or donate such to an organization with purposes or philosophies similar to that of USAWOA.

b. All funds will be forwarded to the USAWOA Home Office for disposition in

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accordance with USAWOA policy.

NOTE: In the event the chapter reorganizes or reactivates within one year of dissolution the chapter funds will be returned.

c. If liabilities exceed assets, the local Chapter will make necessary arrangements to assume such liabilities. There will be no liability to individual Chapter members.

ARTICLE XIII - STANDING RULES

The Chapter may establish standing rules for defining special procedures unique to its operation. Such standing rules will not be in conflict with these Bylaws.

ARTICLE XIV - AMENDMENTS

a. To the extent that any provision of these Bylaws conflicts with the applicable law of the local, state, federal, or other Governmental jurisdiction in which the Chapter may be situated, such Bylaw provision is hereby amended to conform to the requirement of such applicable law.

b. In order to preserve the integrity of these Bylaws, proposed amendments that do not come under the purview of paragraph a of this Article must be submitted to the National Headquarters for review and approval. When such amendments have been reviewed and approved by the National headquarters home office, and subsequently adopted by majority vote of the chapter members, they will be incorporated into these Bylaws.

ARTICLE XV – MISCELLANEOUS DECLARATIONS AND PROVISIONS

Notwithstanding anything herein to the contrary, the following:

a. The Chapter hereby indemnifies all military installations and Federal, State, and local governments from any liability that might be associated with the actions or financial debts of the Chapter.

b. The Chapter acknowledges that any activities it conducts on a military installation are at the pleasure of the installation commander, who may revoke this privilege at any time, with or without cause.

c. The Chapter shall reimburse the Army for utility expenses incurred during the conduct of Chapter activities beyond those expenses reasonably presumed as incidental.

d. The Chapter shall at all times operate in accordance with, and adherence to, all applicable Federal, State, and jurisdictional laws.

NOTE: After inclusion of all appropriate Chapter Decision areas, paragraph (section) numbering and/or pagination may need to be adjusted. Please insure that page numbers are used within the document.

Chapters that plan to hold meetings, or any other type of event, on military installations are required by HQDA to obtain "operating authority" from the installation commander or authority. As part of this process, the chapter bylaws must be submitted for review by the installation.

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After installation review, the proposed chapter bylaws must be sent to the USAWOA Home Office for further review and final approval.

After all changes have been incorporated, the final bylaws must then be voted upon in a full, regular or special, chapter meeting. Following the vote, an "authentication" is to be entered on the last page. The authentication is to state: "These bylaws for the XXXX Chapter – USAWOA, were voted upon and accepted by the chapter members on (date)." Each elected chapter officer must sign the authentication page.

Provide a complete, authenticated copy of the final chapter bylaws to the USAWOA home office.